

APPENDIX 38

WYCKOFF HEIGHTS MEDICAL CENTER

BOARD OF TRUSTEES MEETING

MINUTES

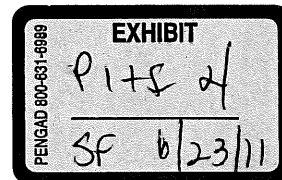
MINUTES of a Board of Trustees Meeting held on Thursday, December 14, 2006 at 4 p.m. in the 5th Floor Executive Board Room.

PRESENT

Emil Rucigay, Esq. – Chairman
Andrew Boisselle
Frederick T. Haller, Esq.
Vincent Arcuri
Larry Berger
Adam Figueroa
John D. Rucigay, Esq.
Herman Hochberg
Fred T. Haller, III, Esq.
Harold McDonald
Hal McNeil
Edmondo Modica, M.D.
A.C. Rao, M.D.
Hon Edolphus Towns
Dominick J. Gio
Vito J. D'Alessandro, M.D.
John Cook, Jr., Esq.

ABSENT/EXCUSED

Emilio Carrillo, M.D.
Victoria Cook, Esq. (E)



ADMINISTRATIVE STAFF:

Alvin N. Eden, M.D. – President – Medical Board
Karen Carey - Vice President-Regulatory Services
William F. Green - Vice President Government Relations
David N. Hoffman, Esq. – General Counsel
Renee Mauriello, R.N. – V.P. – Nursing
Ray Watson – Fire & Safety Officer
Wah Chung Hsu – Chief Financial Officer
John Riggs, M.D. – President – Medical Staff Society

Mr. Haller called the meeting to order at 4 p.m.

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APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING:

ON A MOTION PROPERLY MADE BY MR. HOCHBERG, SECONDED BY DR. MODICA, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF NOVEMBER 2, 2006 WERE APPROVED BY THE BOARD OF TRUSTEES.

FIRE AND SAFETY EDUCATION:

Raymond Watson, Fire & Safety Officer provided the Board of Trustees with Fire & Safety in-service. Highlights of the presentation are as follows:

Fire and Safety Preparedness:

1. Discussion of Statement of Conditions
2. Discussion of the Fire and Safety Manual
3. Hospital and Fire Fighting Procedures – Review of RACE, Rescue, Alarm, Confine and Extinguish

Explanation of the fire bells:

10-1 Sprinkler
10-2 – Smoke Detector
All other signals – Pull Station

Explanation of the following:

Classes of fires and types of fire extinguishers –
Proper use of fire extinguishers.
Fire code indicating a confirmed fire (99)
Horizontal and vertical evacuation
Oxygen shut off valves

Disaster Preparedness Review:

Disaster manual
ICS (Incident Command System)
Types of disasters
Triage area
Bed capacity expansion
Specific departmental duties

Mr. Rucigay thanked Mr. Watson for a fine presentation.

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RESULTS OF THE EVALUATIONS OF THE PRESIDENT & CEO AND THE SELF-EVALUATIONS OF THE BOARD OF TRUSTEES:

Evaluation of the President and CEO: Mr. Hoffman stated that once again, Mr. Gio received an excellent evaluation. Out of a possible score of 5.0 he scored an average of 4.8. There were twelve evaluators and he received a perfect 5.0 in the categories of "Positive Attitude" and "Drive and Energy". One comment made was "Great Job".

Self-Evaluation of the Board of Trustees: The overall evaluations were quite good, however there were some areas that require clarification. One evaluator indicated that he would like more involvement in the planning process. Mr. Hoffman advised the Board Members that we will review the role of the Board Members in the planning process.

Mr. Rucigay thanked Mr. Hoffman for his report.

REPORT OF THE PRESIDENT & CEO:

Mr. Gio presented the new logos for Caritas and Wyckoff Heights Medical Center. He explained that due to the acquisition of St. John's and Mary Immaculate Hospitals, new companies had to be formed, one of them being BQHC, Brooklyn Queens Healthcare, which is the parent company of Caritas and Wyckoff. He went on to say that Caritas was formed to be the license holder of St. John's and Mary Immaculate Hospitals. Mr. Gio circulated the logos and asked for approval from the Board for the new logos.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY DR. RAO, ALL IN FAVOR, THE LOGOS FOR CARITAS AND WYCKOFF HEIGHTS MEDICAL CENTER WERE UNANIMOUSLY APPROVED BY THE BOARD OF TRUSTEES.

Mr. McDonald proceeded to provide the Board with the balance of the report.

Renee Mauriello, Vice President of Nursing, has been appointed Corporate Vice President for Wyckoff, St. John's and Mary Immaculate Hospitals. He went on to say that there is much work to be done at St. John's and Mary Immaculate and once everything is in place, she will be splitting her time equally between the three facilities.

In terms of perioperative statistics, it was noted that surgical procedures are increasing. Mr. McDonald stated that we have been on a trend for the past number of years and the numbers are up again this year (9%) over last year. .

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In other news, Luz Santiago, from Wyckoff's HIV prevention program was honored by the New York State Department of Health at a ceremony in Albany conducted by Commissioner Antonia Novello, M.D. Ms. Santiago was cited for outstanding contribution to the community in providing HIV prevention and education activities and serving the HIV infected population.

Mr. McDonald announced that we retained a consultant to assist us in negotiating and maintaining managed care contracts for Wyckoff, St. John's and Mary Immaculate Hospitals. He mentioned that there has been a tremendous amount of work over the past couple of months focusing on the contracts from the Catholic Medical Center hospitals. All of those will be assumed with the closing that will be taking place on January 1st. We are maintaining the terms of the existing contracts, recognizing the fact that in the very near future we will be opening up negotiations again.

Another change at Wyckoff is the centralization of the Business/Finance Office. The central office for all three hospitals is located at 95-25 Queens Blvd., Rego Park. It houses, Finance, Business Office, Accounts Payable, Payroll, Purchasing and Faculty Practice.

Wyckoff launched its 911 ambulance service on October 22, 2006. Wyckoff EMS is contracted with the NYC FDNY-EMS to provide one BLS ambulance to serve the Brooklyn/Queens community. In the first month of operation, the unit has been very busy, averaging 17 calls and 12 transports a day.

Mr. McDonald provided an update on the transition and closing and stated that we are on track. There was an excellent meeting last Thursday and many of the issues that were on the table with St. Vincent's have been ironed out. All of the verbal agreements have been documented and signed over the past week. The actual transfer of sponsorship will take place on January 1st. He went on to say that the 400+ item transition turn around plan was developed early last summer is still being worked on and will be finalized by January 1st. Mr. McDonald discussed the progress of the Meditech system and stated that the first sample bill will be dropped tomorrow to make sure the system is working properly. On January 1st. St. John's and Mary Immaculate Hospitals will go onto the Meditech system. He further commented that he feels that we will be ready to deal with any issues that come up unexpectedly. Since he arrived at St. John's Hospital in September, Mr. McDonald stated that he noticed the staff is welcome to change, and they are delighted Wyckoff is getting involved with the Hospital. Also, the physicians are eager to take part in the new three hospital system.

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In open discussion, Mr. Berger inquired as to the volume at St. John's and Mary Immaculate Hospitals. Mr. McDonald replied that volume is good and strong at Mary Immaculate, but it's off to some extent at St. John's. He stated that the physicians at both hospitals are very eager to recruit new physicians and to bring back the physicians that left.

Dr. D'Alessandro inquired as to when we will receive a new Table of Organization to visualize the new relationships that have taken place. Mr. McDonald replied that we put together a table of organization last January indicating what we thought everything would look like, but knowing that things would change eventually. There have been significant changes, however, there is much work to do in determining all of the responsibilities of the staff. A new table of organization will be developed as soon as everything is in place.

Mr. Rucigay thanked both Mr. Gio and Mr. McDonald for their reports.

TREASURER'S REPORT:

AUGUST 31, 2006 FINANCIAL STATEMENTS (UNAUDITED)

At the Chairman's invitation and referring to item number nine on the Agenda for the meeting, Mr. Hal McNeil presented the Treasurer's Report as of August 31, 2006, including the following financial statements and schedules: a) statement of financial position, b) statement of operations, c) statement of changes in net assets (deficit), d) statement of cash flows, e) schedule of other revenues, f) ratios and g) statistical data, all for the period ending August 31, 2006.

Mr. McNeil reported that August 31, 2006 year-to-date operating revenues were \$177,610,636 while expenses were \$184,432,104, resulting in a year-to-date net loss from operations of \$6,821,468 as compared to a budgeted \$1,118,014 net gain for the same period. The resulting \$7,939,482 negative variance was due primarily to below budget inpatient volume and Medicare utilization, outpatient clinic volume, and above budget Nursing/Physician fees.

After discussion and upon motion duly made and seconded, the Board voted unanimously to accept and approve the August unaudited financial statements.

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PROFESSIONAL RELATIONS:

ORGANIZATIONAL PERFORMANCE EVALUATION COMMITTEE (OPEC):

Ms. Karen Carey presented the report of December 14, 2006 meeting. Highlights of the report are as follows:

DOH Medicaid Prescription Requirements:

OPEC discussed the recent directive from the Department of Health concerning written prescriptions for Medicaid recipients. Unlicensed residents for interns must write the supervising physician's Medicaid provider identification number or State license number (or DEA number) and the name of the supervising physician when issuing prescriptions. Writing the facility's identification number is no longer permissible.

Immunizations – Pneumococcal and Influenza Standing Orders:

The Immunization Protocol utilizing standing orders was implemented on Monday, October 23rd, one day earlier than the DOH designated date of Tuesday, October 24th, all physician staff were notified in writing regarding implementation and use of the standing orders and advising them to incorporate the new protocol into the management of our Patients. All patients who meet criteria will be immunized unless the physician writes an order stating otherwise. Minor issues that arose post-implementation were addressed and corrected. Monitoring will be done to assess compliance levels.

National Patient Safety Goals:

OPEC continues its review of compliance levels with the 2006 NPSG's and implementation of strategies to comply with the 2007 goals. The new requirements for 2007 involve an update to the UML to provide patients with a complete list of their medications on discharge, a requirement to involve patients' active involvement in their own care as a patient safety strategy, and a requirement to identify safety risks in the patient population – specifically to assess a patient's risk of suicide. Actions to comply with the new Goals are being developed including the drafting of a Suicide Screen which is currently under review and will be implemented once approval is granted.

LEP Team:

Ms. Carey reported that the LEP Team conducted a full review of program compliance with the new Language Assistance Regulations that went into effect on September 13, 2006 and provided OPEC with a list of the program components of their dates of

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implementation from 2003-2004. The regulations update the patients' rights section of the State Hospital Code and require hospitals to designate a language assistance coordinator to oversee the provision of language assistance services, specify requirements for on-going education and training of employees with direct patient care contact regarding the importance of culturally and linguistically competent service delivery, and also require hospitals to conduct annual needs assessments to identify those in need of the services.

Ms. Carey provided an overview of the PI Teams/Initiatives and mentioned that with respect to the Skin Integrity Team, she reported that many nursing home admissions contributed to the increase in community acquired pressure ulcers this quarter. Staff will continue to utilize skin care products and preventative measures. KCI VAC therapy has assisted with problematic wounds.

The Joint Commission standards are being reviewed and Ms. Carey stated that we are in compliance with them. An annual submission is made to the Joint Commission which is due in January.

In open discussion Mr. Berger mentioned that the Department of Health has just released a letter regarding pressure ulcers and they are calling it "the war on the sore". He also mentioned Wyckoff is doing a good job with the Nursing facilities regarding the problem of pressure ulcers. Ms. Carey commented that are in good communication with them and stated that when a problem is identified, the facility is called immediately.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY MR. ARCURI, ALL IN FAVOR, THE OPEC REPORT WAS APPROVED BY THE BOARD OF TRUSTEES TO INCLUDE THE ACTIONS/RECOMMENDATIONS OF THE COMMITTEE.

QUALITY MANAGEMENT&PATIENT SAFETY COMMITTEE:

Ms. Carey presented the Quality Management & Patient Safety Committee reports of August 28, 2006, September 25, 2006 and October 30, 2006. Highlights of the report are as follows:

- The committee was provided with further update on the New York State Surgical and Invasive Procedure Protocol which is expected to become effective in March 2007. The major emphasis is being placed on the "time out" phase. During this period all staff members are equal and anyone can prevent the procedure from taking place as warranted. A penalty fine and enforcement will be applied for breaking the protocol.

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- Further information on the new NY State law for mandatory reporting of hospital acquired infections was provided to the Committee. The Infection Control Department is involved to assure compliance with the new regulations which become effective in 2007.

- Ms. Carey stated that Homeland Security grant funds were utilized to have additional equipment installed. The ambulance bay now requires input of code to gain egress. This will prevent patient elopements via this area. The Security Department recommended that the administrative offices consider use of a card access system in light of a recent burglary of that area by a patient. This would make it more difficult for unauthorized individuals to gain entry.

- Posters for the 2007 Safety Goals were distributed to the Committee and there was a brief review of preparedness for ensuring full compliance with the new goals.

- Ms. Carey advised the Board Members that on January 26, 2006 the Laboratory began using a new form for monitoring the turn around time for reporting panic values to the physicians from the time the value is available. In addition, the hospital-wide policy changed to mandate that the laboratory notify only the Physician, Resident or PA of a panic value. Previously, this included Nurses.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HOCHBERG, SECONDED BY MR. COOK, ALL IN FAVOR, THE QUALITY MANAGEMENT&PATIENT SAFETY REPORT WAS APPROVED BY THE BOARD OF TRUSTEES TO INCLUDE THE ACTIONS/RECOMMENDATIONS OF THE COMMITTEE.

REPORT OF THE MEDICAL BOARD:

Dr. Eden presented the Executive Summary of the meetings of September 28, October 17 and November 21, 2006.

September 26, 2006:

1. **Clinical Department Reports** – The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

Medicine
Ob/Gyn
Dental Medicine

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2. **Committee Reports** – The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Credentials Committee
Emergency Management Sub-Committee
Environment of Care Committee
Information Technology Committee
Health Information Management Committee
Quality Management & Patient Safety Committee
Pharmacy & Therapeutics Committee
Utilization Management Committee

October 17, 2006:

1. **Clinical Department Reports** – The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

Anesthesiology
Radiology
Family, Community & Preventive Medicine
Surgery

2. **Committee Reports** – The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Ambulatory Services Committee
Cancer Committee
Credentials Committee
Critical Care Committee
Bio-Ethics Committee
Institutional Review Board
Graduate Medical Education Committee
Quality Management & Patient Safety Committee

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November 21, 2006:

1. **Clinical Department Reports** – The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

Emergency Medicine
Pathology
Radiation Oncology
Pediatrics

2. **Committee Reports** – The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Credentials Committee
Bylaws Committee
Infection Control Committee
Health Information Management Committee
Peri-Operative Services Committee
Quality Management & Patient Safety Committee

3. The Medical Board requests the approval of the Board of Trustees for the following bylaws change to the Medical Staff Bylaws: Addition of a standing committee "Medical Nursing Committee". This committee will report quarterly to the Medical Board. It will be chaired by Dr. Nirmal Mattoo and will have equal representation by the Medical Staff and Nursing. Once approval is obtained, the details of the committee will be formulated and brought back to the Board of Trustees for final approval.

Dr. D'Alessandro was opposed to the request. He stated that the committee description should have been presented to the Board of Trustees along with the request for approval. Lively discussion ensued and it was decided that the Board Members would vote on this request.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY MR. COOK, THE BOARD OF TRUSTEES APPROVED THE ABOVE REQUEST. THERE WERE THREE ABSTENTIONS.

4. The Medical Board requests approval of the Credentials Report of November 8, 2006. (See attached report).

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1. The following practitioners are recommended for *Transfer from Provisional Appointment to Attending Staff Membership with Continued Admitting and Clinical Privileges*:

Anesthesiology:
Amr Badawy, M.D.

Surgery:
Moshe Hillel, DPM

Medicine:
Amrita Gupte, M.D.
Leonard Muller, M.D.
Ankineedu Prasad, M.D.
Harinder Sawhney, M.D.

Ob/Gyn:
Petr Itzhak, D.O.
David Abayev, D.O.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY DR. MODICA, SECONDED BY CONGRESSMAN TOWNS, ALL IN FAVOR, THE ABOVE NAMED PRACTITIONERS WERE APPROVED FOR TRANSFER FROM PROVISIONAL APPOINTMENT TO ATTENDING STAFF APPOINTMENT WITH CONTINUED ADMITTING AND CLINICAL PRIVILEGES.

2. The following practitioners Resigned:

Surgery:
Walter Ralph, M.D.
Peteris Dzenis, M.D.

Anesthesiology:
Amr Badawy, M.D. (effective 1/11/07)

Ob/Gyn:
Isabel Estrella, RPA-C

Deceased:
Bruce Ackerman, M.D.

The Board of Trustees acknowledged the above with regret.

Dr. Eden announced that his two year term as President of the Medical Board comes to a close this month and he will be stepping down. Dr. William Thelmo will be taking over next month. He thanked the Board of Trustees, on behalf of the Medical Board, for their cooperation.

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Mr. Gio announced that in February Dr. Eden will celebrate 50 years as Chairman of the Pediatrics Department. A celebration will be planned.

The Board of Trustees congratulated Dr. Eden

GRADUATE MEDICAL EDUCATION:

Dr. Freiberg presented the following highlights of the report outlining the activities of Graduate Medical Education.

The findings of the Internal Review Committee for the Internal Medicine Residency Training Program was submitted to the GMCE in August 2006. An outline of those findings were submitted to the Board of Trustees for their review as a part of the Medical Education report appended to the minutes.

We are still waiting for the results of the General Surgery Residency Training Program which was held on August 3rd. Dr. Freiberg stated that off the record, the department did quite well, we are waiting for written confirmation of this.

The AOA reviewed the Internship Training Program on August 4th and they favorably approved the program for four years.

The American College of Osteopathic Obstetricians & Gynecologists reviewed the residency training program in July 2006. A recent report from the AOA noted that the program is on probation until November 2007. The only citation is for an approved Program Director. Pursuant to a telephone conversation, just prior to this meeting, with the Chairman of the Education Committee that made that recommendation, he is willing to consider a reconsideration in so far as we have been able to contact an eligible individual who is willing to accept a Program Directorship position. If that is in place, and Dr. Freiberg signs off on the letter, they will take that back to the committee and consider rescinding that recommendation. That process will be started tomorrow morning.

With respect to the Family Medicine Residency Training Program, the positions of Department Chair and Program Director (ACGME) have been vacated in July 2006. The Acting Department Chairperson is Dr. Nirmal Mattoo, Acting Program Director is Dr. Farideh Zonouzi-Zadeh. Active recruitment for the positions is being facilitated through the Human Resources Department.

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The division continues to coordinate placement and support to over two hundred and fifty medical students from seven affiliated medical schools. The National Board of Medical Examiners examinations are provided to the American University of the Caribbean students every three months.

Recent efforts to solicit prepayment of clerkships at Caritas from several medical schools are being coordinated with this division.

Mr. Rucigay thanked Dr. Freiberg for his report.

NEW BUSINESS:

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY DR. D'ALESSANDRO, ALL IN FAVOR, THE RESOLUTION WAS UNANIMOUSLY APPROVED.

NEW YORK PRESBYTERIAN HEALTHCARE SYSTEM REPORT:

Mr. Berger announced that the Annual Meeting of the N.Y. Presbyterian Healthcare System will take place on January 18, 2007. Andrew Cuomo, who will be the Attorney General of N.Y. State at that point, has been invited as well as Howard Rubenstein. Changes, enforcements and other issues in terms of challenges to our healthcare system in 2007 will be the focus of discussion.

He commented on the Berger Commission report and it's aftermath which is ongoing. We are anticipating issues with the Medicaid program next year and the challenges are out there. He went on to say that we expect the new Governor to be an activist Governor to look at the Medicaid program. Steve Berger will be looking at the long term care system and the reimbursement system. A number of individuals feel that the changes that have been recommended in terms of closure and merger have short-sighted with respect to the reimbursement system.

Mr. Gio thanked Mr. Berger and commented that he received a copy of the new branding requirements and it was nice to see that our comments were taken to heart and some of

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the recommended changes were made. He is pleased that the medical staff will be able to continue to have N.Y. Cornell & N.Y. Presbyterian on their identification cards.

Mr. Gio stated that he had a meeting with the CEO of Health First at their request and the issue of the possibility of Wyckoff becoming a risk taker in HMO types of deals was discussed. He inquired as to whether the Network is moving toward becoming a member of Health First. Mr. Berger replied that this matter will be discussed at a separate meeting to review the options.

Mr. Rucigay thanked Mr. Berger for his report.

**ADJOURNMENT: ON A MOTION PROPERLY MADE BY MR. HALLER,
SECONDED BY DR. MODICA, ALL IN FAVOR, THE MEETING ADJOURNED
AT 5:30.**

RESPECTFULLY SUBMITTED:


**PATRICIA MILLSPAUGH
EXECUTIVE SECRETARY**

APPROVED BY:


**DOMINICK J. GIO
PRESIDENT & CEO**

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